

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

TEMPORARY  
FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

937834

|   |                |
|---|----------------|
| OMB APPROVAL                                    |                |
| OMB Number:                                     | 3235-0076      |
| Expires:  | March 15, 2009 |
| Estimated average burden<br>hours per response: | 4.00           |



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PROCESSED

MAR 30 2009  
THOMSON REUTERS

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Private Placement Variable Life Insurance

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Metropolitan Life Insurance Company

Address of Executive Offices (Number and Street, City, State, Zip Code)

200 Park Avenue, New York, New York 10166

Telephone Number (Including Area Code)

617/578-2710

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Provider of insurance and financial services.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):  
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: ☐ Month ☐ Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) ☒ NY

**GENERAL INSTRUCTIONS** Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

**Federal:**

**Who Must File:** All issuers making an offering of securities in reliance on an exception under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

**When To File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

**Where To File:** U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

**Copies Required:** Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

**Filing Fee:** There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**

**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

See attached Page 2A

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Metropolitan Life Insurance Company  
200 Park Avenue  
New York, NY 10166-0188

| Name and Principal Business Address   | Positions and Offices with Depositor                                      |
|---|---|
| C. Robert Henrikson<br>MetLife, Inc. and Metropolitan Life Insurance Co.<br>1095 Avenue of the Americas<br>New York, NY 10036   | Director, Chairman of the Board, President<br>and Chief Executive Officer |
| Sylvia Mathews Burwell<br>President of Global Development Program<br>The Bill & Melinda Gates Foundation<br>1551 Eastlake Avenue East<br>Seattle, WA 98102  | Director  |
| Eduardo Castro-Wright<br>President and Chief Executive Officer<br>Wal-Mart Stores, Inc.<br>702 Southwest 8 <sup>th</sup> St.<br>Bentonville, AK 72716   | Director  |
| Burton A. Dole, Jr.<br>Pauma Valley Country Club<br>15835 Pauma Valley Drive<br>Pauma Valley, CA 92061  | Director  |
| Cheryl W. Gris  <br>Executive Vice President<br>Northeast Utilities<br>107 Selden Street<br>Bethel, CT 06037  | Director  |
| R. Glenn Hubbard<br>Dean and Russell L. Carson Professor of Finance and<br>Economics<br>Graduate School of Business<br>Columbia University<br>Uris Hall, Room 101<br>3022 Broadway<br>New York, NY 10027-6902 | Director  |
| John M. Keane<br>Senior Managing Director<br>Keane Advisors, LLC<br>2020 K. Street, N.W., Suite 300<br>Washington, DC 20006   | Director  |
| James M. Kilts<br>Founding Partner<br>Centerview Partners Management, LLC<br>16 School Street<br>Rye, NY 10580  | Director  |
| Hugh B. Price   | Director  |

|   |          |
|---|----------|
| Senior Fellow<br>Brookings Institution<br>1775 Massachusetts Avenue, N.W.<br>Washington, DC 20036   |          |
| David Satcher<br>Professor of Family Medicine and Community Health<br>Director of Center of Excellence on Health Disparity<br>Morehouse School of Medicine<br>720 Westview Drive, S.W., Suite 238<br>Atlanta, GA 30310-1495 | Director |
| Kenton J. Sicchitano<br>Retired Global Managing Partner<br>PricewaterhouseCoopers, LLC<br>25 Phillips Pond Road<br>Natick, MA 01760   | Director |
| William C. Steere, Jr.<br>Retired Chairman of the Board<br>Pfizer Inc.<br>235 East 42nd Street, 22 <sup>nd</sup> Floor<br>New York, NY 10017  | Director |
| Lulu C. Wang<br>Chief Executive Officer<br>Tupelo Capital Management LLC<br>12 E. 49 <sup>th</sup> St.<br>New York, NY 10017  | Director |

| Name                     | Principal Officers of MLIC                                   |
|--------------------------|--|
| C. Robert Henrikson      | Chairman of the Board, Chief Executive Officer and President |
| Gwenn L. Carr            | Senior Vice President and Secretary                          |
| Ruth A. Fattori          | Executive Vice President and Chief Administrative Officer    |
| Steven A. Kandarian      | Executive Vice President and Chief Investment Officer        |
| James L. Lipscomb        | Executive Vice President and General Counsel                 |
| Maria R. Morris          | Executive Vice President, Technology and Operations          |
| William J. Mullaney      | President, Institutional Business                            |
| Joseph J. Prochaska, Jr. | Executive Vice President and Chief Accounting Officer        |
| William J. Toppeta       | President, International                                     |
| Lisa M. Weber            | President, Individual Business                               |
| William J. Wheeler       | Executive Vice President and Chief Financial Officer         |

**Principal Business Address:**

The principal business address of each officer of Metropolitan Life Insurance Company is 1095 Avenue of the Americas, New York, New York 10036, except that the principal business address for Steven A. Kandarian is 10 Park Avenue, Morristown, NJ 07992.

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... ☐ Yes ☒ No  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 4,000,000.00
3. Does the offering permit joint ownership of a single unit? ..... ☐ Yes ☒ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

See attached Page 3A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**Broker Dealer and Address**

|   |
|---|
| M Holdings Securities<br>1125 NW Couch Street, Suite 900<br>Portland, Oregon 97209  |
| Newport Group Securities<br>300 International Parkway<br>Heathrow, Florida 32746  |
| MMC Securities<br>1166 Avenue of the Americas<br>New York, New York 10036   |
| Westport Financial Services L.L.C.<br>39 Old Ridgebury Rd.<br>Danbury, Connecticut 06810-5108                                   |
| Woodbury Financial Services, Inc.<br>500 Bielenberg Drive<br>Woodbury, Minnesota 55125  |
| SGC Securities<br>107 Forest Avenue, Suite 11<br>Narbeth, Pennsylvania 19072  |
| A.G. Edwards<br>1 North Jefferson Avenue<br>St. Louis, Missouri 63103   |
| MetLife Securities<br>200 Park Avenue<br>New York, New York 10166   |
| Rodney Bench<br>R.A. Bench Securities, Inc.<br>1301 Fifth Avenue, Suite 3525<br>Seattle, Washington 98101                       |
| Mike Tuttle<br>Gordon Chisholm<br>Clark Securities, Inc.<br>1150 S. Olive Street, Suite T-2209<br>Los Angeles, California 90015 |
| Ronald Balser   |

William Folan  
Executive Services Securities, Inc.  
3445 Peachtree Road NE, Suite 200  
Atlanta, Georgia 30326

James H. Van Epps  
FPCM Securities, LLC  
140 Broadway, 18<sup>th</sup> Floor  
New York, New York 10005

David Byers  
Patrick Trammell  
FNBB Capital Markets, LLC  
600 University Park Place  
Birmingham, Alabama 35209

Mark Merlotti  
AON Securities Corporation  
3565 Piedmont Road NE, Bldg 1, Suite 600  
Atlanta, Georgia 30305

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Total Premium  
Collected from  
8/1/07 - 9/30/08\*\*

| Type of Security  | Aggregate<br>Offering Price* | Amount Already<br>Sold     |
|---|------------------------------|----------------------------|
| Debt .....  | \$ .....                     | \$ .....                   |
| Equity .....  | \$ .....                     | \$ .....                   |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred      |                              |                            |
| Convertible Securities (including warrants) .....                       | \$ .....                     | \$ .....                   |
| Partnership Interests .....   | \$ .....                     | \$ .....                   |
| Other (Specify <u>Private Placement Variable Life Insurance</u> ) ..... | \$ <u>Unlimited</u>          | \$ <u>1,167,629,247.64</u> |
| Total .....   | \$ <u>0.00</u>               | \$ <u>1,167,629,247.64</u> |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

|   | Number<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|---|---------------------|--|
| Accredited Investors .....                    | <u>38</u>           | \$ <u>1,167,629,247.64</u>                 |
| Non-accredited Investors .....                | .....               | \$ .....                                   |
| Total (for filings under Rule 504 only) ..... | <u>38</u>           | \$ <u>1,167,629,247.64</u>                 |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

| Type of Offering   | Type of<br>Security | Dollar Amount<br>Sold |
|--------------------|---------------------|-----------------------|
| Rule 505 .....     | .....               | \$ .....              |
| Regulation A ..... | .....               | \$ .....              |
| Rule 504 .....     | .....               | \$ .....              |
| Total .....        | .....               | \$ <u>0.00</u>        |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

|  |                          |                |
|--|--------------------------|----------------|
| Transfer Agent's Fees .....                                | <input type="checkbox"/> | \$ .....       |
| Printing and Engraving Costs .....                         | <input type="checkbox"/> | \$ .....       |
| Legal Fees .....   | <input type="checkbox"/> | \$ .....       |
| Accounting Fees .....                                      | <input type="checkbox"/> | \$ .....       |
| Engineering Fees .....                                     | <input type="checkbox"/> | \$ .....       |
| Sales Commissions (specify finders' fees separately) ..... | <input type="checkbox"/> | \$ .....       |
| Other Expenses (identify) .....                            | <input type="checkbox"/> | \$ .....       |
| Total .....  | <input type="checkbox"/> | \$ <u>0.00</u> |

\* Issuer is in the business of offering variable life products and not a limited offering. Issuer does not have an aggregate offering price for the product, and expenses vary depending on the amount of securities sold.

\*\* Includes additional premiums collected on policies issued before August 1, 2007.



**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

\$ 0.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. N/A

Issuer is in the business of offering variable life products and not a limited offering. Issuer does not have an aggregate offering price for the product, and expenses vary depending on the amount of securities sold.

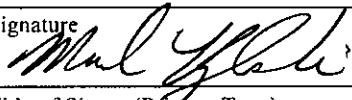
Payments to  
Officers,  
Directors, &  
Affiliates

Payments to  
Others

|  |                                   |                                   |
|--|-----------------------------------|-----------------------------------|
| Salaries and fees .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Purchase of real estate .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Purchase, rental or leasing and installation of machinery and equipment .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Construction or leasing of plant buildings and facilities .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) ..... | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Repayment of indebtedness .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Working capital .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Other (specify): .....   | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| .....  | <input type="checkbox"/> \$ ..... | <input type="checkbox"/> \$ ..... |
| Column Totals .....  | <input type="checkbox"/> \$ 0.00  | <input type="checkbox"/> \$ 0.00  |
| Total Payments Listed (column totals added) .....  | <input type="checkbox"/> \$ 0.00  |                                   |

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|   |   |                  |
|---|---|------------------|
| Issuer (Print or Type)<br>Metropolitan Life Insurance Company | Signature<br> | Date<br>3/3/2009 |
| Name of Signer (Print or Type)<br>Michael F. Rogalski         | Title of Signer (Print or Type)<br>Vice President   |                  |

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... ☒ Yes ☐ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

|   |                       |      |
|---|-----------------------|------|
| Issuer (Print or Type)<br>Metropolitan Life Insurance Company | Signature             | Date |
| Name (Print or Type)  | Title (Print or Type) |      |

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

| 1     | 2   |                                     | 3  | 4  |                   |                                    |        | 5  |    |
|-------|---|-------------------------------------|--|--|-------------------|------------------------------------|--------|--|----|
|       | Intend to sell to non-accredited investors in State (Part B-Item 1) |                                     | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) |                   |                                    |        | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |    |
| State | Yes   | No                                  |  | Number of Accredited Investors                                 | Amount            | Number of Non-Accredited Investors | Amount | Yes  | No |
| AL    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 1  | \$967,000,000.00  |                                    |        |  |    |
| AK    |   |                                     |  |  |                   |                                    |        |  |    |
| AZ    |   |                                     |  |  |                   |                                    |        |  |    |
| AR    |   |                                     |  |  |                   |                                    |        |  |    |
| CA    |   |                                     |  |  |                   |                                    |        |  |    |
| CO    |   |                                     |  |  |                   |                                    |        |  |    |
| CT    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 2  | \$8,766,630.64*   |                                    |        |  |    |
| DE    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 3  | \$6,697,118.17*   |                                    |        |  |    |
| DC    |   |                                     |  |  |                   |                                    |        |  |    |
| FL    |   |                                     |  |  |                   |                                    |        |  |    |
| GA    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 2  | \$4,556,223.96*   |                                    |        |  |    |
| HI    |   |                                     |  |  |                   |                                    |        |  |    |
| ID    |   |                                     |  |  |                   |                                    |        |  |    |
| IL    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 3  | \$5,344,624.88*   |                                    |        |  |    |
| IN    |   |                                     |  |  |                   |                                    |        |  |    |
| IA    |   |                                     |  |  |                   |                                    |        |  |    |
| KS    |   |                                     |  |  |                   |                                    |        |  |    |
| KY    |   |                                     |  |  |                   |                                    |        |  |    |
| LA    |   |                                     |  |  |                   |                                    |        |  |    |
| ME    |   |                                     |  |  |                   |                                    |        |  |    |
| MD    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 2  | \$196,082,289.87* |                                    |        |  |    |
| MA    |   |                                     |  |  |                   |                                    |        |  |    |
| MI    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 5  | \$4,481,408.00*   |                                    |        |  |    |
| MN    |   | <input checked="" type="checkbox"/> | Variable Life Ins.   | 2  | \$27,385,949.74*  |                                    |        |  |    |
| MS    |   |                                     |  |  |                   |                                    |        |  |    |

\* Includes additional premiums collected on policies issued before August 1, 2007.

**APPENDIX**

| 1<br>State | 2<br>Intend to sell<br>to non-accredited<br>investors in State<br>(Part B-Item 1) |    | 3<br>Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | 4<br>Type of investor and<br>amount purchased in State<br>(Part C-Item 2) |                  |  |        | 5<br>Disqualification<br>under State ULOE<br>(if yes, attach<br>explanation of<br>waiver granted)<br>(Part E-Item 1) |    |
|------------|---|----|---|---|------------------|--|--------|--|----|
|            | Yes   | No |   | Number of<br>Accredited<br>Investors                                      | Amount           | Number of<br>Non-Accredited<br>Investors | Amount | Yes  | No |
| MO         |   |    |   |   |                  |  |        |  |    |
| MT         |   |    |   |   |                  |  |        |  |    |
| NE         |   |    |   |   |                  |  |        |  |    |
| NV         |   |    |   |   |                  |  |        |  |    |
| NH         |   |    |   |   |                  |  |        |  |    |
| NJ         |   |    |   |   |                  |  |        |  |    |
| NM         |   |    |   |   |                  |  |        |  |    |
| NY         |   | X  | Variable Life Ins.  | 9   | \$10,344,004.64* |  |        |  |    |
| NC         |   |    |   |   |                  |  |        |  |    |
| ND         |   | X  |   |   |                  |  |        |  |    |
| OH         |   | X  | Variable Life Ins.  | 1   | \$5,176,241.77*  |  |        |  |    |
| OK         |   |    |   |   |                  |  |        |  |    |
| OR         |   |    |   |   |                  |  |        |  |    |
| PA         |   | X  | Variable Life Ins.  | 1   | \$7,366,106.79*  |  |        |  |    |
| RI         |   | X  | Variable Life Ins.  | 4   | \$16,729,172.26* |  |        |  |    |
| SC         |   |    |   |   |                  |  |        |  |    |
| SD         |   |    |   |   |                  |  |        |  |    |
| TN         |   | X  | Variable Life Ins.  | 1   | \$177,012.64*    |  |        |  |    |
| TX         |   |    |   |   |                  |  |        |  |    |
| UT         |   |    |   |   |                  |  |        |  |    |
| VT         |   |    |   |   |                  |  |        |  |    |
| VA         |   |    |   |   |                  |  |        |  |    |
| WA         |   | X  | Variable Life Ins.  | 2   | \$1,452,496.18 * |  |        |  |    |
| WV         |   |    |   |   |                  |  |        |  |    |
| WI         |   |    |   |   |                  |  |        |  |    |

\* Includes additional premiums collected on policies issued before August 1, 2007.

**APPENDIX**

| 1     | 2<br>Intend to sell<br>to non-accredited<br>investors in State<br>(Part B-Item 1) |                      | 3<br>Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | 4<br>Type of investor and<br>amount purchased in State<br>(Part C-Item 2) |        |  |        | 5<br>Disqualification<br>under State ULOE<br>(if yes, attach<br>explanation of<br>waiver granted)<br>(Part E-Item 1) |                      |
|-------|---|----------------------|---|---|--------|--|--------|--|----------------------|
| State | Yes   | No                   |   | Number of<br>Accredited<br>Investors                                      | Amount | Number of<br>Non-Accredited<br>Investors | Amount | Yes  | No                   |
| WY    | <input type="text"/>  | <input type="text"/> |   |   |        |  |        | <input type="text"/>   | <input type="text"/> |
| PR    | <input type="text"/>  | <input type="text"/> |   |   |        |  |        | <input type="text"/>   | <input type="text"/> |

**END**